

March 24, 2017

## Items Listed in Update Regarding Documentation of Certain Representations and Undertakings by Participating Affiliate(s)

- A. The name of the participating affiliate and registered adviser, and a representation that the participating affiliate is an associated person of the registered adviser within the meaning of Section 202(a)(17) of the Advisers Act.
- B. Documentation of the appointment of an agent for service of process by a participating affiliate, including the name and contact information of such agent.
- C. A representation that the participating affiliate is under the jurisdiction of U.S. courts for actions arising, directly or indirectly, under U.S. securities laws or the securities laws of any state in connection with any of the following for U.S. clients: (1) investment advisory activities; (2) related securities activities arising out of or relating to any investment advisory services provided by the participating affiliate through its registered adviser; and (3) any related transactions. In addition, a representation that the participating affiliate has designated and appointed, without power of revocation, [insert agent] upon whom may be served all process, pleadings, or other papers in
  - a. any investigation or administrative proceeding conducted by the Commission; and
  - b. any civil suit or action brought against the registered adviser or the participating affiliate or in which the participating affiliate has been joined as defendant or respondent,in any appropriate court in any place subject to the jurisdiction of any state or of the U.S. or any of its territories or possessions or the District of Columbia in connection with the activities and transactions enumerated in this paragraph.
- D. A representation that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and service of an administrative subpoena shall be effective service upon, [insert agent], and such service shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service has been made.
- E. A representation that the participating affiliate will appoint a successor agent if the participating affiliate or any person discharges the [insert agent] or the [insert agent] is unwilling or unable to accept service on behalf of the participating affiliate at any time until six years have elapsed from the date of the last investment advisory activity. Additionally, the participating affiliate undertakes to advise the Commission promptly of any change to [insert agent]'s name or address during the applicable period.
- F. A representation that the participating affiliate will promptly, upon receipt of an administrative subpoena, demand, or request for voluntary cooperation made during a routine or special inspection or otherwise, provide to the Commission or the Commission's staff any and all of the books and records required to be maintained in accordance with staff guidance, and make available for testimony before, or other questioning by, the Commission or the Commission's staff the employees of the participating affiliate (other than clerical or ministerial personnel) involved in the investment advisory activities or related securities transactions, at such

place as the Commission may designate in the U.S. or, at the Commission's option, in the country where the records are kept or such personnel reside.

- G. A representation that the participating affiliate will produce, pursuant to an administrative subpoena or a request for voluntary cooperation, any documents in accordance with staff guidance.